

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Re: D.I. 89

**SUPPLEMENTAL DECLARATION OF KEVIN GROSS IN SUPPORT OF
DEBTORS' APPLICATION TO RETAIN AND EMPLOY RICHARDS, LAYTON
& FINGER, P.A. AS CO-COUNSEL EFFECTIVE AS OF THE PETITION DATE**

I, Kevin Gross, state the following under penalty of perjury:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and I am Of Counsel of the firm of Richards, Layton & Finger, P.A. (“**RL&F**”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this declaration to supplement the declaration (the “**Original Declaration**”) that I submitted in support of the application [D.I. 89; Ex. B] (the “**Application**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for an order approving the employment and retention of RL&F as their co-counsel in the above-captioned cases effective as of June 27, 2023 (the “**Petition Date**”), in compliance with and to provide disclosure pursuant to sections 327(a), 328(a), 329, and 330 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-1 of the

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon RL&F’s completion of further analysis or as additional creditor information becomes available to it, a further supplemental declaration will be submitted to the Court. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court, RL&F intends to apply for compensation for professional services rendered in connection with these chapter 11 cases (the “**Chapter 11 Cases**”), plus reimbursement of actual, necessary expenses and other charges incurred by RL&F during the Chapter 11 Cases.

4. Subsequent to filing the Application and my submission of the Original Declaration, it came to my attention that RL&F also represented Lordstown Motors Corp. (the “**Company**”), one of the Debtors, in connection with a corporate matter (the “**Corporate Matter**”). Specifically, RL&F represented the Company in an action filed on January 26, 2023 pursuant to 8 *Del. C.* § 205 seeking an order from the Court of Chancery of the State of Delaware (the “**Chancery Court**”) to validate an alleged potentially defective corporate act and confirm an earlier stockholder-approved increase in the Company’s Class A common stock. The Company also filed 8-K reports with the Securities and Exchange Commission on January 26, 2023 and February 8, 2023, in which the action filed by the Company in the Chancery Court was disclosed and discussed. The Chancery Court (by order entered on February 28, 2023) ultimately granted the Company the relief that it was seeking in connection with the Corporate Matter.

5. Subsequent to filing the Application and my submission of the Original Declaration, I likewise became aware that RL&F received the payments set forth on **Exhibit 1** hereto from the Company in connection with the Corporate Matter within the ninety (90) days prior to the Petition Date. Additionally, as of the Petition Date, RL&F had billed and was owed \$3,441.26 (the “**Prepetition Amount**”) in fees and costs by the Company in connection with the Corporate Matter. Effective as of the Petition Date, RL&F has expressly, unequivocally, and irrevocably waived the Prepetition Amount. Consequently, RL&F is not a creditor of any of the Debtors or their estates and is a “disinterested person” under section 101(14) of the Bankruptcy Code. *See In re Am. Home Mortg. Holdings, Inc.*, 411 B.R. 169, 172 & 180 n. 41 (Bankr. D. Del. 2008).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 3, 2023

/s/ Kevin Gross
Kevin Gross (No. 209)

Exhibit 1 – Corporate Matter Payments to RL&F

Invoice Date	Invoice Number	Invoice Amount	Payment Date	Payment Amount
3/31/2023	680464	\$47,020.10	4/27/2023 (ACH)	\$47,020.10
4/18/2023	681466	\$405.45	5/8/2023 (ACH)	\$405.45